

20898-~~FEED~~

SEP 27 '13 - 10 23 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318.7575
Fax 847.318 7588
www.firstunionrail.com

Via Fed Ex Overnight

September 26, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E St, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Termination

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated February 26, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Assignment and Assumption Agreement which was duly filed with the Surface Transportation Board on June 30, 2011 at 2:40 p.m. under Recordation Number 20898-E.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for two hundred twenty seven (227) hopper cars with BNSF marks and one hundred seventeen (117) gondola cars also having BNSF marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease Termination

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures
(BNSF207-208)



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MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of February 26, 2013 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of September 26, 1997 (the "Lease"), between Lessor and BNSF Railway Company (the "Lessee"), a Delaware corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Assignment and Assumption Agreement, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on June 30, 2011 at 2:40 p.m. having recordation number 20898-E

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Assignment and Assumption Agreement filed with the Surface Transportation Board has been terminated in all respects.
2. All of the interests of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the party hereto has caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Rick Grossman

Title: Vice President - Equipment

Signature

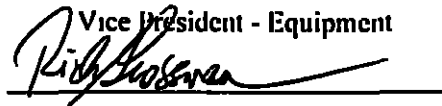


EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION

EQUIPMENT

<u>Quantity</u>	<u>Description</u>	<u>Car Mark and Number</u>
227	1997-built, 4,300 cubic foot, 118-ton, rapid discharge, Aluminum AutoFlood with Rotary Coupler coal cars built By Johnstown America	BNSF 650119 – BNSF 650356 BNSF 699129 and BNSF 699602; except for the following casualties: BNSF 650145, BNSF 650151, BNSF 650195, BNSF 650203, BNSF 650216, BNSF 650123, BNSF 650132, BNSF 650248, BNSF 650318, BNSF 650147, BNSF 650223, BNSF 650281 and BNSF 650338
117	1997-built, 4,400 cubic foot, 122-ton, high side, rotary dump, Aluminum BethGon Coal Porter Railcars manufactured by Johnstown America	BNSF 6683328 – BNSF 668446 and BNSF 699128, except for the following casualties: BNSF 668339, BNSF 668393 and and BNSF 668446